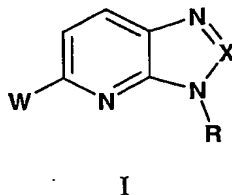
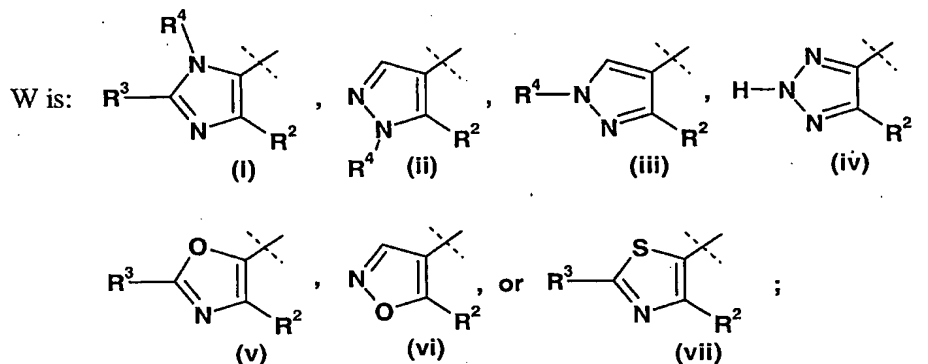


WE CLAIM:

1. A compound of Formula I:



5 where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

10 R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

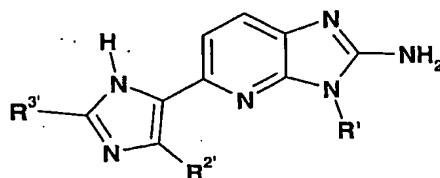
R² is phenyl optionally substituted with one or two substituents independently selected from halo;

R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

15 R⁴ is hydrogen or C₁-C₇ alkyl;

R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof.

2. A compound of Formula I':



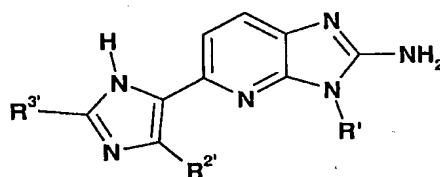
I'

where:

- 5 R' is 2,2-dimethylpropyl or 1,2,2-trimethylpropyl;
 R^{2'} is phenyl, 4-fluorophenyl, or 2,4-difluorophenyl;
 R^{3'} is tert-butyl, 2-chloro-6-fluorophenyl, 2-fluoro-6-trifluoromethylphenyl,
 2,6-dichlorophenyl, or 2,6-difluorophenyl; or a pharmaceutically acceptable salt
 thereof.

10

3. A compound of Formula I':



I'

where:

- 15 a) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2-fluoro-6-trifluoromethylphenyl;
 b) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2,6-dichlorophenyl;
 c) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl;
 20 d) R' is 2,2-dimethylpropyl, R^{2'} is phenyl, and R^{3'} is 2-chloro-6-fluorophenyl;
 e) R' is 2,2-dimethylpropyl, R^{2'} is 2,6-difluorophenyl, and R^{3'} is tert-butyl;
 f) R' is 1,2,2-trimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl;
 25 or

g) R¹ is 1,2,2-trimethylpropyl, R² is 4-fluorophenyl, and R³ is 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

4. The compound 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine, or a pharmaceutically acceptable salt thereof.

5. The compound 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine, or a fumarate, dimethanesulfonate, succinate, dimaleate, or dihydrochloride salt thereof.

6. The compound 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine dimethanesulfonate.

7. A pharmaceutical formulation comprising a compound of any of Claims 1-6 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

8. The use of a compound of any of Claims 1-6 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.

9. The use of a compound of any of Claims 1-6 for the manufacture of a medicament for the treatment of susceptible neoplasms.

10. The use of Claim 9 where the susceptible neoplasm is multiple myeloma.